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March 16, 2001

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32314

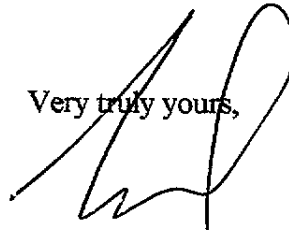
Re: *PC Exchange, Inc.*

100003877911--1  
-03/19/01--01129--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom it May Concern,

Please find enclosed a check made payable to the Division of Corporations in the amount of Seventy-Eight Dollars and seventy-five cents (\$78.75). Please file these Articles with your office and return a certified copy to this office. Additionally, please find an original and one copy of the Registered Agent acceptance. If you have any questions please feel free to call me at the above telephone number.

Very truly yours,



Kevin A. Schoeppel

cc: Client  
Enc.

FILED  
01 MAR 19 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3-26-01

**ARTICLES OF INCORPORATION  
OF  
PC EXCHANGE, INC.**

FILED  
01 MAR 19 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I. NAME AND CORPORATE STATUS**

The name of the corporation is **PC EXCHANGE, INC.**

**II. TERM OF EXISTENCE**

This corporation is to have perpetual existence.

**III. NAME AND ADDRESS OF REGISTERED AGENT AND OFFICE**

The name of the Corporation's registered agent and the address of the Corporation's registered office in the State of Florida are:

Registered Agent  
Donna J. Ishikawa  
5 Ripcord Lane  
Palm Coast, Florida 32164

Corporation Address:  
100 South State Street  
P.O. Box 549  
Bunnell, Florida 32110

**IV. PURPOSE**

The purpose of the Corporation is for all legal purposes.

**V. STOCK**

This Corporation shall have authority to issue 500 shares of capital stock.

**VI. NAMES AND MAILING ADDRESSES OF INCORPORATORS**

The name and address of each incorporator is as follows:

1. Donna J. Ishikawa, President  
5 Ripcord Lane  
Palm Coast, Florida 32164

2. Tom Walther, Vice President  
5 Ripcord Lane  
Palm Coast, Florida 32164

**VII. POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors which shall be commonly known as "The Executive Board" is authorized as follows:

- (a) To adopt, amend or repeal the Bylaws of the Corporation as set forth in the Bylaws of the Corporation.
- (b) To authorize and supervise all activities of the Corporation, consistent with the purposes of the Corporation set forth herein.

The two incorporators named in these Articles of Incorporation shall serve as the initial Board of Directors of the Corporation.

Further qualifications for Directors may be added by the Bylaws of this Corporation.

#### VIII. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### IV. INDEMNIFICATION

To the maximum extent permitted by law, no Director of the Corporation shall be liable to the Corporation for monetary damages for any negligent act or omission of an employee of the Corporation or for any negligent act or omission of another Director, provided that this immunity shall not extend to intentional torts or to grossly negligent acts or omissions personal to any Director of the Corporation.

That the Corporation shall, to the maximum extent permitted by law, indemnify the incorporators for all acts in incorporating this corporation as discussed in the previous paragraph.

\* \* \* \* \*

THE UNDERSIGNED, the undersigned subscriber has executed these Articles of Incorporation, this 15 day of MARCH 2001.

Donna J. Ishikawa  
Donna J. Ishikawa, Incorporator

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF DUVAL       )

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 15 day of MARCH, 2001, personally appeared the above incorporators, to me known to be the identical persons who executed the within and foregoing Articles of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.

Tina M. Smith  
NOTARY PUBLIC

**SEAL**

My Commission Expires:



TINA M. SMITH  
Notary Public, State of Florida  
My comm. expires June 26, 2004  
Comm. No. CC 949407

THE UNDERSIGNED, the undersigned subscriber has executed these Articles of Incorporation, this 15 day of MARCH 2001.

Tom Walther  
Tom Walther, Incorporator

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF DUVAL       )

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 15 day of MARCH, 2001, personally appeared the above incorporators, to me known to be the identical persons who executed the within and foregoing Articles of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.

Tina M. Smith  
NOTARY PUBLIC

**SEAL**

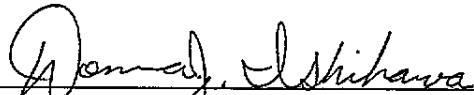
My Commission Expires:



TINA M. SMITH  
Notary Public, State of Florida  
My comm. expires June 26, 2004  
Comm. No. CC 949407

**THE PC EXCHANGE, INC.      A FOR PROFIT  
CORPORATION, REGISTERED AGENT ACCEPTANCE**

On this 15 day of MARCH, I, Mrs. Donna J. Ishikawa, President, 5 Ripcord Lane, Palm Coast, Florida 32164, do hereby accept being the registered agent for the The PC EXCHANGE, INC at the above named address.

  
Mrs. Donna J. Ishikawa

STATE OF Florida      )  
   )      ss.  
COUNTY OF DUVAL      )

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 15 day of MARCH, 2001, personally appeared Mrs. Donna J. Ishikawa, to me known to be the identical person who executed the within and foregoing Registered Agent Acceptance, and acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.

  
NOTARY PUBLIC

**SEAL**

My Commission Expires:



TINA M. SMITH  
Notary Public, State of Florida  
My comm. expires June 26, 2004  
Comm. No. CC 949407

FILED  
01 MAR 19 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399